

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

SECURITIES AND EXCHANGE COMMISSION, :

Plaintiff, :

v. :

AMIT MATHUR, RAJEEV JOHAR, :
and ENTRUST CAPITAL MANAGEMENT, INC. :

Defendants, :

and :

AMR REALTY, LLC :

Relief Defendant. :

CIVIL ACTION
NO. 05-cv-10729 MLW

**CONSENT TO THE ENTRY OF A PRELIMINARY INJUNCTION,
ORDER FREEZING ASSETS AND OTHER EQUITABLE RELIEF**

WHEREAS, Plaintiff Securities and Exchange Commission (“Commission”) has filed an Amended Complaint in this action naming Rajeev Johar (“Johar”) as a defendant and seeking a Preliminary Injunction, Order Freezing Assets and Order for Other Equitable Relief against Defendant Johar.

THEREFORE, the parties hereby state:

1. Johar waives service of a summons and the Amended Complaint in this action, enters a general appearance through his attorney, Steven Fuller, and admits the Court's jurisdiction over Defendant and over the subject matter of this action. Johar agrees to file and serve an answer or other responsive paper to the Amended Complaint by October 14, 2005.

2. Johar consents, without admitting any of the allegations of the Amended

Complaint, to the entry of the Preliminary Injunction Order, Order Freezing Assets and Other Equitable Relief attached hereto as Exhibit A.

3. Johar acknowledges he has entered into this Consent voluntarily and represents that no promises of immunity, threats or assurances have been made by the Commission or by any of its members, officers, agents or representatives to induce him to enter into this Consent.

4. Johar agrees that the Securities and Exchange Commission may file this Consent with the Court.

5. Johar acknowledges that he has been advised and understands that the Court may adjudge him to be in civil or criminal contempt if he commits any violation of the Preliminary Injunction entered pursuant to this Consent.

Respectfully submitted,

/s/ R. Daniel O'Connor

R. Daniel O'Connor, Esq.
(Mass. Bar. No. 634207)

Senior Trial Counsel

oconnord@sec.gov

Steven Y. Quintero, Esq.

(Mass. Bar No. 632079)

Assistant District Administrator

quinteros@sec.gov

Risa A. King, Esq.

(Mass. Bar No. 648217)

Enforcement Attorney

kingr@sec.gov

Attorneys for Plaintiff

SECURITIES AND EXCHANGE
COMMISSION

73 Tremont Street, Suite 600

Boston, MA 02108

(617) 573-8900

(617) 424-5940 (facsimile)

/s/ Steven N. Fuller (do)

Steven N. Fuller, Esq.

(Mass. Bar. No. 5550224)

Sfuller@rnixonpeabody.com

Nixon Peabody LLP

100 Summer Street

Boston, Massachusetts 02110

(617) 345-1349

(866) 947-1911 (facsimile)

Counsel for Defendant Rajeev Johar

Dated: September 14, 2005

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